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Form 4	У									
October 03, 2012	2									
FORM 4			CECU						PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer								Expires:	January 31 2005	
In the tologer subject to Section 16.STATEMENT OF CHANGES IN BENE SECURITIESForm 4 or Form 5Filed pursuant to Section 16(a) of the Secu								Estimated burden hou response	l average ours per	
obligations may continue. <i>See</i> Instructior 1(b).	Section 17(a) of the I	Public U	tility Hol	ding Co		of 1935 or Secti			
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> Hendrick Gregory			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
		XL GR	OUP PLO	[XL]		(Check all applicable)				
(Last) (First) (Middle) 100 WASHINGTON BLVD			3. Date of Earliest Transaction (Month/Day/Year) 10/01/2012				Director 10% Owner X_ Officer (give title Other (specify below) below) CEO, XL Insurance			
STAMFORD, C	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 					
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date nth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	d (A) or d of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report or	n a separate line	e for each cla	ass of sect	urities bene	-	-	or indirectly.	ection of	SEC 1474	
					requ	ired to respo ays a curre	ained in this form and unless the fo ntly valid OMB co	orm	(9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. Pı
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	of Underlying	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)] (Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		(Inst		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	(1)	10/01/2012		А		43.49		<u>(1)</u>	(1)	Ordinary Shares	43.49	e j

Reporting Owners

Relationships								
Director	10% Owner	Officer	Other					
		CEO, XL Insurance						
/s/ Karen Kanjian, Attorney-in-Fact for Gregory Hendrick								
g Person		Date						
	Fact for (Director 10% Owner Fact for Gregory	Director 10% Owner Officer CEO, XL Insurance Fact for Gregory 10/03/2012					

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Dividend equivalent rights accrued on 2010 restricted stock unit award. Dividends will vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one XL ordinary share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.